

AMPHENOL CORP /DE/

Form 4

July 23, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAUJOKS UDO

(Last) (First) (Middle)

FRAUENBERGSTRASSE 13

(Street)

74388 TALHEIM Germany

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMPHENOL CORP /DE/ [APH]

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VICE PRESIDENT & GGM, ATE

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 07/22/2008 | | M | | 5,200 | A | \$ 10.045 | 5,200 | D |
| Class A Common Stock | 07/22/2008 | | M | | 8,000 | A | \$ 15.075 | 13,200 | D |
| Class A Common Stock | 07/22/2008 | | M | | 10,400 | A | \$ 18.395 | 23,600 | D |
| Class A Common | 07/22/2008 | | M | | 12,800 | A | \$ 26.805 | 36,400 | D |

Stock

Class A

| | | | | | | | | | |
|--------|------------|--|---|--------|---|----------|--------|--|---|
| Common | 07/22/2008 | | M | 10,800 | A | \$ 34.55 | 47,200 | | D |
|--------|------------|--|---|--------|---|----------|--------|--|---|

Stock

Class A

| | | | | | | | | | |
|--------|------------|--|---|--------|---|-----------|---|--|---|
| Common | 07/22/2008 | | S | 47,200 | D | \$ 49.821 | 0 | | D |
|--------|------------|--|---|--------|---|-----------|---|--|---|

Stock

(1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 10.045 | 07/22/2008 | | M | 5,200 | 04/15/2008 ⁽³⁾ 04/15/2013 | Class A Common Stock 5,200 |
| Stock Option | \$ 15.075 | 07/22/2008 | | M | 8,000 | 04/16/2008 04/16/2014 | Class A Common Stock 8,000 |
| Stock Option | \$ 18.395 | 07/22/2008 | | M | 10,400 | 04/12/2008 04/12/2015 | Class A Common Stock 10,400 |
| Stock Option | \$ 26.805 | 07/22/2008 | | M | 12,800 | 05/24/2008 05/24/2016 | Class A Common Stock 12,800 |
| Stock Option | \$ 34.55 | 07/22/2008 | | M | 10,800 | 05/24/2008 05/24/2017 | Class A Common Stock 10,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| NAUJOKS UDO FRAUENBERGSTRASSE 13 74388 TALHEIM Germany | VICE PRESIDENT & GGM, ATE |

Signatures

Edward C.
Wetmore, POA 07/23/2008

__Signature of Reporting Date
Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (2) This transaction was executed in multiple trades at prices ranging from \$49.60 to \$50.10.
The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the
(1) SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) 100% Vested

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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